IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X	
In re:)	Chapter 11
DELPHI AUTOMOTIVE SYSTEMS, LLC)	Case No. 05-44640 (RDD)
))	
Debtor.) V	(Jointly Administered)
	·X	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)(2)

1. TO: SPECIAL SITUATIONS INVESTING GROUP, INC. ("Transferor")

c/o Goldman, Sachs & Co. 30 Hudson, 17th Floor Jersey City, NJ 07302 Attn: Pedro Ramirez Phone: (917) 343-8319

2. Please take notice of the transfer, in the amount of \$1,000,000.00, of your claim against DELPHI AUTOMOTIVE SYSTEMS, LLC, above, as evidenced by the Proof of Claim (attached in Exhibit A hereto) and as relating to the claims scheduled against the Debtor has been transferred to:

LONGACRE MASTER FUND, LTD. ("Transferee")

c/o U.S. Bank National Association Corporate Trust Services 1420 Fifth Avenue, 7th Floor Seattle, Washington 98101

Attn: Dawnita Ehl

An evidence of transfer of claim is attached hereto as $\underline{\text{Exhibit B}}$. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in $\underline{\text{Exhibit C}}$.

- 3. No action is required <u>if you do not object</u> to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN <u>20 DAYS</u> OF THE DATE OF THIS NOTICE, YOU MUST:**
- -- FILE A WRITTEN OBJECTION TO THE TRANSFER with:

United States Bankruptcy Court Southern District of New York Attn: Clerk of Court Alexander Hamilton Custom House One Bowling Green New York, NY 10004-1408 SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE. Refer to INTERNAL CONTROL NO. ______ in your objection and any further correspondence related to this transfer. If you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING. CLERK FOR CLERK'S OFFICE USE ONLY: This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2005. INTERNAL CONTROL NO.__ Copy: (check) Claims Agent ___ Transferee ___ Debtor's Attorney ___ Deputy Clerk

EXHIBIT A

PROOF OF CLAIM

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FORM B10 (Official Form 10) (04-05)

United States Bankruptcy Court Southern	DISTRICT OF New York	PROOF OF CLAIM		
Name of Debtor Delphi Automotive Systems LLC	Case Number 05-44640			
NOTE: This form should not be used to make a claim for an administrative of the case. A "request" for payment of an administrative expense may be to	filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): Special Situations Investing Group, Inc.	anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving			
Name and address where notices should be sent: Special Situations Investing Group, Inc. c/o Goldman, Sachs & Co. 30 Hudson, 17th Floor Jersey City, NJ 07302 Attention: Pedro Ramirez Telephone number: (917) 343-8319	particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if the address differs from the address on the envelope sent to you by the court.	This Space is for Court Use Only		
Account or other number by which creditor identifies debtor:	Check here □replaces if this claim a previously Mamends	filed claim, dated: 3/29/06*		
1. Basis for Claim Goods Sold / Services Performed Customer Claim Taxes Money Loaned Personal Injury Other Retiree benefits as defined in 11 U.S.C. § 1114(a) Wages, salaries, and compensation (fill out below) Last four digits of SS # Unpaid compensation for services performed fromto				
2. Date debt was incurred: 1/19/2005 to 10/8/2005 3. If court judgment, date obtained:				
4. Total Amount of Claim at Time Case Filed: \$\frac{6,153,413.36}{(unsecured)}\$ (secured) (priority) (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all inferest or additional charges. 5. Secured Claim. Check this box if your claim is secured by collateral (including a Check this box if you have an unsecured priority claim				
right of setoff). Brief Description of Collateral: Real Estate Other Value of Collateral: \$	Amount entitled to priority \$ Specify the priority of the claim: Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankrupicy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). Up to \$2,225* of deposits toward purchase, lesse, or rental of property or services the personnel, family, or household use - 11 U.S.C. § 507(a)(6). Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).			
6. Unsecured Nonpriority Claim \$ 6,153,413.36* Check this box if a) there is no collateral or lieu securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Check this box if a) there is no collateral or lieu securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Check this box if a) there is no collateral or lieu securing your claim exceeds the value of the property securing it, or respect to cases communicad on or after 4/107 and every 3 years thereafter with respect to cases communicad on or after 4/20/05. Pub. L. 109-8.				
8. Credits: The amount of all payments on this claim has been credited this proof of claim.	and deducted for the purpose of making	THIS SPACE IS POR COURT USE ONLY		
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are		JE :OI A IE JUL doos Y.H.O.Z		
addressed envelope and copy of this proof of claim		1014URIMAB 31.		
Date Sign and prior the name and title, if any, of the creation this claim (attach copy of power of attorney, if any).	ditor or other person authorized to file y): Brian J. Clarke Authorized Signatory	TRUOD YOTAURYHAB. 2.U		

Penalty for presenting fraudulant claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

^{*} Please see Attachment to Amended Proof of Claim for detail.

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

EVIDENCE OF TRANSFER OF CLAIM

TO:

United States Bankruptcy Court ("Bankruptcy Court")

Southern District of New York

One Bowling Green New York, NY 10004

Attn: Clerk

AND TO:

DELPHI AUTOMOTIVE SYSTEMS LLC ("Debtor")

Case No. 05-44640

Claim #

Special Situations Investing Group, Inc. its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

LONGACRE MASTER FUND, LTD. c/o U.S. Bank National Association Corporate Trust Services 1420 Fifth Avenue, 7th Floor Seattle, Washington 98101 Attn: Dawnita Ehl

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller (which claim Seller purchased from ST MICROELECTRONICS, INC. (F/K/A SGS THOMSON MICROELECTRONICS, INC.), including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$1,000,000.00 ("Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated July 21 2006.

SPECIAL SITUATIONS INVESTING GROUP, INC.

By:_____

Name: Title:

Brian J. Clarke

Authorized Signatory

LONGACRE MASTER FUND, LTD.

Name:

Title:

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EXHIBIT C

Address for Notices:

LONGACRE MASTER FUND, LTD. c/o U.S. Bank National Association Corporate Trust Services 1420 Fifth Avenue, 7th Floor Seattle, Washington 98101 Attn: Dawnita Ehl

Wire Instructions:

Bank: JPMorgan Chase Bank

NY, NY

ABA#: 021000021 A/C#: 904-762521

A/C Name: Longacre Master Fund Ltd.